

FORM B1 United States Bankruptcy Court District of Massachusetts		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Ralph's Blacksmith Shop, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 04-2661487		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):	
Street Address of Debtor (No. & Street, City, State & Zip Code): 36 Smith Street Northampton, MA 01060		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):	
County of Residence or of the Principal Place of Business: Hampshire		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
Location of Principal Assets of Business Debtor 36 Smith Street (if different from street address above): Northampton, MA 01060			
Information Regarding the Debtor (Check the Applicable Boxes)			
Venue (Check any applicable box) <p><input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.</p> <p><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p>			
Type of Debtor (Check all boxes that apply) <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad</p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank</p>		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <p><input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding</p>	
Nature of Debts (Check one box) <p><input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business</p>		Filing Fee (Check one box) <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>	
Chapter 11 Small Business (Check all boxes that apply) <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101</p> <p><input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)</p>		THIS SPACE IS FOR COURT USE ONLY	
Statistical/Administrative Information (Estimates only) <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>			
Estimated Number of Creditors		1-15 16-49 50-99 100-199 200-999 1000-over <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
Estimated Assets		\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	
Estimated Debts		\$0 to \$50,000 \$50,001 to \$100,000 \$100,001 to \$500,000 \$500,001 to \$1 million \$1,000,001 to \$10 million \$10,000,001 to \$50 million \$50,000,001 to \$100 million More than \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Document	Page 2 of 42 Ralph's Blacksmith Shop, Inc.	FORM B1, Page 2
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Signatures			
<p>Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>			
<p>Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			
<p>Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p>			
<p>Exhibit C Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>			
<p>Signature of Attorney X /s/ Michael B. Katz, Esquire BBO# 261460 Signature of Attorney for Debtor(s) Michael B. Katz, Esquire BBO# 261460 Printed Name of Attorney for Debtor(s) Bacon & Wilson, P.C. Firm Name 33 State Street Springfield, MA 01103 Address 413-781-0560 Fax: 413-739-7740 Telephone Number January 25, 2005 Date</p>			
<p>Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p>			
<p>Printed Name of Bankruptcy Petition Preparer Social Security Number (Required by 11 U.S.C. § 110(c.)) Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p>			
<p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p>			
<p>X /s/ Ralph H. Thompson Signature of Authorized Individual Ralph H. Thompson Printed Name of Authorized Individual President Title of Authorized Individual January 25, 2005 Date</p>			
<p>Signature of Bankruptcy Petition Preparer Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>			

**United States Bankruptcy Court
District of Massachusetts**

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____
Chapter _____ 7

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	30,000.00		
B - Personal Property	Yes	3	520,869.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		1,606,946.30	
E - Creditors Holding Unsecured Priority Claims	Yes	2		181,284.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	11		387,557.43	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		20			
	Total Assets		550,869.00		
		Total Liabilities		2,175,787.73	

In re Ralph's Blacksmith Shop, Inc., Case No. _____
Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Two parcels of land located on Linseed Road, Hatfield, MA	Owner	-	30,000.00	136,946.30

Sub-Total > 30,000.00 (Total of this page)
Total > 30,000.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Ralph's Blacksmith Shop, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Business checking account at Fleet/Bank of America account number 9477402841	-	0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total >
(Total of this page) 0.00

2 continuation sheets attached to the Schedule of Personal Property

In re Ralph's Blacksmith Shop, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		Accounts Receivable as of end of Year 2003	-	481,771.00
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
Sub-Total > (Total of this page)				481,771.00

Sheet 1 of 2 continuation sheets attached to the Schedule of Personal Property

In re Ralph's Blacksmith Shop, Inc.

Case No. _____

Debtor

SCHEDULE B. PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.	X			
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.		Inventory as of end of Year 2003	-	39,098.00
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total > 39,098.00
(Total of this page)
Total > 520,869.00

(Report also on Summary of Schedules)

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

In re Ralph's Blacksmith Shop, Inc., Case No. _____,
Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			2002					
Banknorth, N.A. c/o Gregory A. Schmidt, Esquire Doherty, Wallace, Pillsbury and Murphy One Monarch Place, Suite 1900 Springfield, MA 01144	-		Promissory Notes All assets of Ralph Blacksmith Shop, Inc					
			Value \$ Unknown				1,470,000.00	Unknown
Account No.			8/3/04					
Bushwick Metals, Inc. c/o Gary M. Weiner, Esquire Weiner and Peskin, P.C. 95 State St, Suite 918 Springfield, MA 01103	-		Writ of Attachment Two parcels of land located on Linseed Road, Hatfield, MA					
			Value \$ 30,000.00				129,000.00	99,000.00
Account No.			Judgment lien					
NES Rentals c/o Peter F. Davis, Esquire 15 Broad Street, Suite 512 Boston, MA 02109	-		Two parcels of land located on Linseed Road, Hatfield, MA					
			Value \$ 30,000.00				7,946.30	7,946.30
Account No.								
			Value \$					
0 continuation sheets attached				Subtotal (Total of this page)			1,606,946.30	
				Total			1,606,946.30	
				(Report on Summary of Schedules)				

In re Ralph's Blacksmith Shop, Inc., Case No. _____,
Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,925* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

Deposits by individuals

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Ralph's Blacksmith Shop, Inc., Case No. _____,
Debtor

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

Contributions to employee benefit plans

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No. 002			2003					
Ralph's Blacksmith Shop, Inc. Prevaling Wage Plan 36 Smith Street Northampton, MA 01060	-	Contributions to employee benefit plans					181,284.00	181,284.00
Account No.								
Account No.								
Account No.								
Account No.								
Account No.								
Sheet <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	181,284.00
Total (Report on Summary of Schedules)								181,284.00

In re Ralph's Blacksmith Shop, Inc.,
Debtor Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT T	UNLIQUIDATED D	DISPUTED D
Account No. 041329501		4/2004 Services rendered or goods purchased			
American Equipment Co. One Fields Point Providence, RI 02905	-				3,598.88
Account No. 20041152		1/2004 Services rendered or goods purchased			
American International Group c/o John J. Dussi, Esquire Cohn and Dussi, LLC 25 Burlington Mall Road, 6th Floor Burlington, MA 01803	-				11,900.09
Account No. 020-213-3107-001		6/2004 Telephone services rendered			
AT and T P.O. Box 78522 Phoenix, AZ 85062	-				6,391.43
Account No.		2003 Services rendered or goods purchased			
Burton Saw and Supply Company 33 Artic Street Worcester, MA 01604	-				Unknown
10 continuation sheets attached		Subtotal (Total of this page)			21,890.40

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Bushwick Metals, Inc. c/o Gary M. Weiner, Esquire Weiner and Peskin, P.C. 95 State St, Suite 918 Springfield, MA 01103	X	4/2004 Services rendered				129,225.00
Account No. 5473-9209-0270-0653						
Business Credit Card Services P.O. Box 1044 Brattleboro, VT 05302	X	4/2004 Credit card purchases				8,786.91
Account No. D00968						
Canam Steel Corp P.O. Box 1245 Easton, MA 02334	-	5/2004 Services rendered or goods purchased				13,199.05
Account No.						
Cashin Spinelli and Ferretti, LLC 4170 Veterans Memorial Highway Bohemia, NY 11716	-	7/2004 Surety and Engineering consulting services				Unknown
Account No. 652186151						
Cingular Wireless P.O. Box 17587 Baltimore, MD 21297	-	6/2004 Cellular phone bill				3,821.48
Sheet no. <u>1</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			155,032.44

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		5/2004 Possible claim for monies owed				
Contract Operations Planning, LLC 10055 Sweet Valley Drive Cleveland, OH 44125	-	Breach of Subcontract claim				Unknown
Account No.		5/2004 Services rendered or goods purchased				
D.A. Sullivan and Sons, Inc. c/o Kevin J. Sullivan, Esquire Fallon, Sullivan, Dunphy and Mulvaney 115 State Street Springfield, MA 01103	-					Unknown
Account No. 6216915		5/2004 Services rendered or goods purchased				
D.G.H. Welding c/o Cashin Spinelli and Ferretti, LLC 4170 Veterans Memorial Highway Bohemia, NY 11716	-					2,820.00
Account No. 6216915		5/2004 Services rendered or goods purchased				
Dean Steel c/o Cashin Spinelli and Ferretti, LLC 4170 Veterans Memorial Highway Bohemia, NY 11716	-					1,307.60
Account No. 040173		6/2004 Services rendered or goods purchased				
Direct Metals Co., LLC c/o Leonard M. Krulewich, Esquire Kruelewich, Cashier, P.C. 50 Staniford St., P.O. Box 8190 Boston, MA 02114	-					6,507.00
Sheet no. <u>2</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			10,634.60

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 6216906		6/2004 Services rendered or goods purchased				
Direct Metals Co., LLC c/o Leonard M. Krulewich, Esquire Kruelewich, Cashier, P.C. 50 Staniford St., P.O. Box 8190 Boston, MA 02114	-					7,399.32
Account No. AE948-4080		6/2004 Services rendered or goods purchased				
Fastenal Industrial and Construction Ser 2001 Theurer Boulevard Winona, MN 55987	-					1,797.24
Account No. 208611992		5/2004 Services rendered or goods purchased				
Federal Express c/o Michelle Tyndall, Esquire Worthington, Moore and Jacobs 850 S. State Street, Suite 5 Dover, DE 19901	-					2,187.69
Account No. 011-0257426-000		6/2004 Services rendered or goods purchased				
Great American Leasing 625 First Street, S.E., Suite 800 Cedar Rapids, IA 52401	-					11,835.71
Account No. A18665661/AE9484080		5/2004 Possible claim for monies owed				
Gulf Insurance Company P.O. Box 1771 Dallas, TX 75221	X -					32,000.00
Sheet no. <u>3</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			55,219.96

In re Ralph's Blacksmith Shop, Inc., Case No. _____,
Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 136780-8		6/2004 Services rendered or goods purchased				
Hilti, Inc. c/o Gold and Vanaria, P.C. 1350 Main Street, Suite 1400 Springfield, MA 01103	-					10,734.36
Account No. AF10019		6/2004 Services rendered or goods purchased				
Infra-Metals, Co c/o Nyles L. Courchesne, Esquire Weiner and Peskin, P.C. 95 State St., Suite 918 Springfield, MA 01103	-					19,580.91
Account No. 6139656		5/2004 Services rendered or goods purchased				
Interstate Steel Structures, Inc. c/o Cashin Spinelli and Ferretti, LLC 4170 Veterans Memorial Highway Bohemia, NY 11716	-					5,895.30
Account No. 6216915		5/2004 Services rendered or goods purchased				
Johnson and Seaman Engineering, Inc. 30 Faith Avenue Auburn, MA 01501	-					5,567.50
Account No.		4/2004 Services rendered or goods purchased				
Julius Blum and So., Inc. P.O. Box 816 Carlstadt, NJ 07072	-					331.09
Sheet no. <u>4</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			42,109.16

In re Ralph's Blacksmith Shop, Inc., Case No. _____, Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 39720		1/2004 Services rendered or goods purchased				
Masterman's c/o American Bureau of Collections 1100 Main Street Buffalo, NY 14209	-					1,609.70
Account No. 688166		1/2004 Services rendered or goods purchased				
Mc Master Carr Supply c/o Bilateral Credit Corp 141 W28th Street New York, NY 10001	-					2,136.69
Account No. 6216915		1/2004 Services rendered or goods purchased				
NationsRent c/o Cashin Spinelli and Ferretti, LLC 4170 Veterans Memorial Highway Bohemia, NY 11716	-					2,445.75
Account No. 041599504		6/2004 Services rendered or goods purchased				
NEFCO 411 Burnham Street East Hartford, CT 06108	-					1,551.29
Account No.		2002 Past due rental charges				
NES Rentals c/o Peter F. Davis, Esquire 15 Broad Street Boston, MA 02109	-					7,946.30
Sheet no. <u>5</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			15,689.73

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. QBR505088		7/2004 Insurance services rendered				
OneBeacon P.O. Box 4002 Woburn, MA 01888	-					4,246.68
Account No. 245550959-QI		6/2004 Insurance claim				
OneBeacon c/o D and B RMS 305 Fellowship Road, Suite 100 P.O. Box 5471 Mount Laurel, NJ 08054	-					1,915.33
Account No.		Services rendered or goods purchased				
Orchard Electric 210 Florence Road Florence, MA 01062	-					31,040.34
Account No. 6216899		3/2004 Services rendered or goods purchased				
P.D.S./Phil's Detailing Service 25 Pinecrest Circle Ware, MA 01082	-					4,350.00
Account No. 6216906		4/2004 Services rendered or goods purchased				
P.D.S./Phil's Detailing Service 25 Pinecrest Circle Ware, MA 01082	-					200.00
Sheet no. <u>6</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			41,752.35

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 6216899		5/2004 Services rendered or goods purchased				
P.D.S./Phil's Detailing Service 25 Pinecrest Circle Ware, MA 01082	-					3,950.00
Account No. 87701		2/2004 Services rendered or goods purchased				
Pierce Aluminum Co., Inc. 34 Forge Park, P.O. Box F Franklin, MA 02038	-					840.95
Account No. 1240		12/2003 Services rendered				
R.P.S. P.O. Box 1605 Springfield, MA 01101	-					1,155.47
Account No.		6/2004 Surety services rendered				
Safeco First National Surety Northern Regional Office 2800 W. Higgins Rd., Suite 1100 Hoffman Estates, IL 60195	-					Unknown
Account No. 739000		5/2004 Services rendered or goods purchased				
Scotchman Credit Corp 180 East Hwy 14 P.O. Box 850 Philip, SD 57567	-					1,271.28
Sheet no. <u>7</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			7,217.70

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. VC7000066959		6/2004 Services rendered or goods purchased				
Secretary of State Cashier Div Commonwealth Master Lockbox P.O. Box 414273 Boston, MA 02241	-					125.00
Account No. 0041097750001		6/2004 Services rendered or goods purchased				
Stearns Bank c/o United Portfolio Management, Inc. 1360 Energy Park Drive, Suite 340 Saint Paul, MN 55108	-					13,467.49
Account No. 5473920902700659		6/2004 Credit card purchases				
The Bank of Western Massachusetts P.O. Box 4950 Springfield, MA 01101	-					9,036.15
Account No.		6/2004 Services rendered or goods purchased				
The Chapin and Bangs Company P.O. Box 1117 165 River Street Bridgeport, CT 06604	-					170.52
Account No. 041599503		6/2004 Services rendered or goods purchased				
The Chapin and Bangs Company P.O. Box 1117 165 River Street Bridgeport, CT 06604	-					113.68
Sheet no. <u>8</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			22,912.84

In re Ralph's Blacksmith Shop, Inc.,
Debtor

Case No. _____

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. 041599505		6/2004 Services rendered or goods purchased				
The Chapin and Bangs Company P.O. Box 1117 165 River Street Bridgeport, CT 06604	-					234.24
Account No. 041329501		6/2004 Services rendered or goods purchased				
The Chapin and Bangs Company P.O. Box 1117 165 River Street Bridgeport, CT 06604	-					12,187.05
Account No. 041329502		6/2004 Services rendered or goods purchased				
The Chapin and Bangs Company P.O. Box 1117 165 River Street Bridgeport, CT 06604	-					2,594.73
Account No.		12/2003 Possible claim of monies owed due to construction not completed				
The Roman Catholic Bishop of Springfield 65 Elliott Street Springfield, MA 01105	-					Unknown
Account No.		5/2004 Possible claim for services rendered				
Judy Thompson 63 Central Park Drive Holyoke, MA 01040	-					Unknown
Sheet no. <u>9</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			15,016.02

In re Ralph's Blacksmith Shop, Inc.,
Case No. _____,
Debtor

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODE H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.							
Robert Vear c/o Mickey Long, Esquire P.O. Box E-1 193 Old Colony Avenue Boston, MA 02127	-		2004 Possible claim for pending discrimination case				
Account No. 63865248			2003 Services rendered or goods purchased				82.23
Viking c/o Pro Consulting Services, Inc. P.O. Box 66510 Houston, TX 77266	-						
Account No.							
Account No.							
Account No.							
Sheet no. <u>10</u> of <u>10</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims				Subtotal (Total of this page)			82.23
				Total (Report on Summary of Schedules)			387,557.43

In re Ralph's Blacksmith Shop, Inc., Case No. _____
Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

In re Ralph's Blacksmith Shop, Inc., Case No. _____
Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Judy Thompson 63 Central Park Drive Holyoke, MA 01040 Co-guarantor	Gulf Insurance Company P.O. Box 1771 Dallas, TX 75221
Ralph Thompson 36 Smith Street Northampton, MA 01060 Possible personal guarantee of corporate debt	Bushwick Metals, Inc. c/o Gary M. Weiner, Esquire Weiner and Peskin, P.C. 95 State St, Suite 918 Springfield, MA 01103
Ralph Thompson 36 Smith Street Northampton, MA 01060 Possible personal guarantee of corporate debt	Business Credit Card Services P.O. Box 1044 Brattleboro, VT 05302

**United States Bankruptcy Court
District of Massachusetts**

In re Ralph's Blacksmith Shop, Inc.

Debtor(s)

Case No.
Chapter

7

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 21 sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date January 25, 2005

Signature /s/ Ralph H. Thompson
Ralph H. Thompson
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of Massachusetts

In re Ralph's Blacksmith Shop, Inc.

Debtor(s)

Case No.
Chapter

7

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE (if more than one)
\$319,207.00	Income from operation of business for Year 2002
\$-773,302.00	Income from operation of business for Year 2003

2. Income other than from employment or operation of business

None

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
--------	--------

3. Payments to creditors

None

- a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
------------------------------	-------------------	-------------	--------------------

None other than for current professional services or regular salaries for employees

None

- b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
---	-----------------	-------------	--------------------

4. Suits and administrative proceedings, executions, garnishments and attachments

None

- a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Infra-Metals Company v. Ralph's Blacksmith Shop, Inc. and Roman Catholic Bishop of Springfield Civil Action No. 0445CV285	Collection	Northampton District Court Northampton, MA	Pending
NES Rentals v. Ralph's Blacksmith Shop, Inc. Docket No. 0445SP050	Collection	Northampton District Court Northampton, MA	Judgment for Plaintiff
Burton Saw and Supply v. Ralph's Blacksmith Shop, Inc. Docket No. 200362CV001283	Collection	Worcester District Court Worcester, MA	Dismissed
NES Rentals v. Ralph's Blacksmith Shop, Inc. and Ralph Thompson Civil Action No. 000780	Collection	Boston Municipal Court Boston, MA	Pending
Robert Vear v. Ralph's Blacksmith Shop, Inc.	Discrimination	Hampshire County Superior Court Northampton, MA	Pending

None

- b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
Bushwick Metals, Inc. c/o Gary M. Weiner, Esquire Weiner and Peskin, P.C. 95 State St, Suite 918 Springfield, MA 01103	8/3/2004	Two parcels of land located on Linseed Avenue, Hatfield, MA with an approximate fair market value of \$30,000.00

5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Banknorth foreclosure on or about April 27, 2004 and January 24, 2005

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	-----------------------	-----------------------------------

None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------	--	------------------	--------------------------------------

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
---	-----------------------------------	--------------	----------------------------------

8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	--	--------------

9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Bacon & Wilson, P.C. 33 State Street Springfield, MA 01103	6/2004	Legal fees for general matters and pre-petition bankruptcy consultations and preparations \$5,645.00. Legal fees for post-petition bankruptcy filing \$3,000.00 plus costs of \$300.00.

10. Other transfers

None List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
---	------	---

11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

Banknorth account closed at time of asset seizure and foreclosure in April 2004

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	---------------------------------------

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
---	---	----------------------------	--

13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	--------------------------------------	----------------------

15. Prior address of debtor

None If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

18 . Nature, location and name of business

None

a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Ralph's Blacksmith Shop, Inc.	04-2661487	36 Smith Street Northampton, MA 01060	Fabrication of steel items used in the construction of buildings	1977 - Present

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS DATES SERVICES RENDERED
Dufault, Vann and Company 2003 - Present

450 Memorial Drive
Chicopee, MA 01020

James J. Slawski, CPA Until 2002
1111 Elm Street, Suite 16A
West Springfield, MA 01089

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS DATE ISSUED
Banknorth Uncertain
1400 Main Street
Springfield, MA 01103

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.	NATURE AND PERCENTAGE OF STOCK OWNERSHIP	
Ralph Thompson 36 Smith Street Northampton, MA 01060	TITLE President and Clerk	100%
Elaine Hitchcock 38 Bay Path Road Belchertown, MA 01007	Treasurer	

22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.		

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
------------------	-------	---------------------

23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
---	-----------------------------------	--

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER
----------------------------	--------------------------------

25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER
Ralph's Blacksmith Shop, Inc. Prevailing Wage Plan 36 Smith Street Northampton, MA 01060	04-2661487

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date _____

Signature _____

Ralph H. Thompson
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Document Page 33 of 42
United States Bankruptcy Court
District of Massachusetts

In re Ralph's Blacksmith Shop, Inc.

Debtor(s)

Case No.

Chapter

7**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$ <u>3,000.00</u>
Prior to the filing of this statement I have received.....	\$ <u>3,000.00</u>
Balance Due.....	\$ <u>0.00</u>

2. \$ 209.00 of the filing fee has been paid.

3. The source of the compensation paid to me was:

Debtor Other (specify):

4. The source of compensation to be paid to me is:

Debtor Other (specify):

5. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

Negotiations with secured creditors; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens.

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtor in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding; amendment of pleadings.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: _____

Michael B. Katz, Esquire BBO# 261460
 Bacon & Wilson, P.C.
 33 State Street
 Springfield, MA 01103
 413-781-0560 Fax: 413-739-7740

**United States Bankruptcy Court
District of Massachusetts**

In re Ralph's Blacksmith Shop, Inc.

Debtor(s)

Case No.
Chapter

7

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: January 25, 2005

/s/ Ralph H. Thompson

Ralph H. Thompson/President
Signer>Title

American Equipment Co.
One Fields Point
Providence, RI 02905

American International Group
c/o John J. Dussi, Esquire
Cohn and Dussi, LLC
25 Burlington Mall Road, 6th Floor
Burlington, MA 01803

AT and T
P.O. Box 78522
Phoenix, AZ 85062

Banknorth, N.A.
c/o Gregory A. Schmidt, Esquire
Doherty, Wallace, Pillsbury and Murphy
One Monarch Place, Suite 1900
Springfield, MA 01144

Burton Saw and Supply Company
33 Artic Street
Worcester, MA 01604

Bushwick Metals, Inc.
c/o Gary M. Weiner, Esquire
Weiner and Peskin, P.C.
95 State St, Suite 918
Springfield, MA 01103

Bushwick Metals, Inc.
c/o Gary M. Weiner, Esquire
Weiner and Peskin, P.C.
95 State St, Suite 918
Springfield, MA 01103

Business Credit Card Services
P.O. Box 1044
Brattleboro, VT 05302

Canam Steel Corp
P.O. Box 1245
Easton, MA 02334

Canam Steel Corp
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemian, NY 11716

Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemian, NY 11716

Cingular Wireless
P.O. Box 17587
Baltimore, MD 21297

Consigli - O'Connor, A Joint Venture
One Skyline Drive
Worcester, MA 01605

Contract Operations Planning, LLC
10055 Sweet Valley Drive
Cleveland, OH 44125

D.A. Sullivan and Sons, Inc.
c/o Kevin J. Sullivan, Esquire
Fallon, Sullivan, Dunphy and Mulvaney
115 State Street
Springfield, MA 01103

D.G.H. Welding
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Dean Steel
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Dean Steel
Attn: Leo R. Leroux
2095 Elmwood Avenue, P.O. Box 81066
Warwick, RI 02888

Direct Metals Co., LLC
c/o Leonard M. Krulewich, Esquire
Kruelewich, Casher, P.C.
50 Staniford St., P.O. Box 8190
Boston, MA 02114

Direct Metals Co., LLC
c/o Leonard M. Krulewich, Esquire
Kruelewich, Casher, P.C.
50 Staniford St., P.O. Box 8190
Boston, MA 02114

Direct Metals Co., LLC
c/o Martin A. Clayman, Esq.
Clayman, Tapper and Baram, LLC
Three Regency Drive
Bloomfield, CT 06002

Fastenal Industrial and Construction Ser
2001 Theurer Boulevard
Winona, MN 55987

Federal Express
c/o Michelle Tyndall, Esquire
Worthington, Moore and Jacobs
850 S. State Street, Suite 5
Dover, DE 19901

Great American Leasing
625 First Street, S.E., Suite 800
Cedar Rapids, IA 52401

Gulf Insurance Company
P.O. Box 1771
Dallas, TX 75221

Hilti, Inc.
c/o Gold and Vanaria, P.C.
1350 Main Street, Suite 1400
Springfield, MA 01103

Infra-Metals, Co
c/o Nyles L. Courchesne, Esquire
Weiner and Peskin, P.C.
95 State St., Suite 918
Springfield, MA 01103

Interstate Steel Structures, Inc.
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Interstate Steel Structures, Inc.
9 Brick Kiln Road
Chelmsford, MA 01824

Johnson and Seaman Engineering, Inc.
30 Faith Avenue
Auburn, MA 01501

Johnson and Seaman Engineering, Inc.
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Julius Blum and So., Inc.
P.O. Box 816
Carlstadt, NJ 07072

Mass Comm Against Discrimination
436 Dwight Street, Suite 220
Springfield, MA 01103

Masterman's
c/o American Bureau of Collections
1100 Main Street
Buffalo, NY 14209

Masterman's
c/o Arnold Greenhut, Esquire
Rosen Greenhut Catuogno and Low
244 Bridge Street
Springfield, MA 01103

Mc Master Carr Supply
c/o Bilateral Credit Corp
141 W28th Street
New York, NY 10001

NationsRent
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

NationsRent
P.O. Box 406446
Atlanta, GA 30384

NEFCO
411 Burnham Street
East Hartford, CT 06108

NES Rentals
c/o Peter F. Davis, Esquire
15 Broad Street
Boston, MA 02109

NES Rentals
c/o Peter F. Davis, Esquire
15 Broad Street, Suite 512
Boston, MA 02109

NES Rentals
346 D Street
Boston, MA 02127

OneBeacon
P.O. Box 4002
Woburn, MA 01888

OneBeacon
c/o D and B RMS
305 Fellowship Road, Suite 100
P.O. Box 5471
Mount Laurel, NJ 08054

OneBeacon
P.O. Box 4002
Woburn, MA 01888

Orchard Electric
210 Florence Road
Florence, MA 01062

P.D.S./Phil's Detailing Service
25 Pinecrest Circle
Ware, MA 01082

P.D.S./Phil's Detailing Service
25 Pinecrest Circle
Ware, MA 01082

P.D.S./Phil's Detailing Service
25 Pinecrest Circle
Ware, MA 01082

P.D.S./Phil's Detailing Service
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Phil's Detailing Service/P.D.S.
c/o Cashin Spinelli and Ferretti, LLC
4170 Veterans Memorial Highway
Bohemia, NY 11716

Pierce Aluminum Co., Inc.
34 Forge Park, P.O. Box F
Franklin, MA 02038

Public Disclosure Room
Room N1513 - US Dept of Labor
Employee Benefits Security Admin
200 Constitution Avenue, N.W.
Washington, DC 20210

R.P.S.
P.O. Box 1605
Springfield, MA 01101

Ralph's Blacksmith Shop, Inc.
Prevailing Wage Plan
36 Smith Street
Northampton, MA 01060

Safeco
First National Surety
Northern Regional Office
2800 W. Higgins Rd., Suite 1100
Hoffman Estates, IL 60195

Safeco
First National Surety
2800 W. Higgins Road, Suite 1100
Hoffman Estates, IL 60195

Scotchman Credit Corp
180 East Hwy 14
P.O. Box 850
Philip, SD 57567

Secretary of State Cashier Div
Commonwealth Master Lockbox
P.O. Box 414273
Boston, MA 02241

Stearns Bank
c/o United Portfolio Management, Inc.
1360 Energy Park Drive, Suite 340
Saint Paul, MN 55108

The Bank of Western Massachusetts
P.O. Box 4950
Springfield, MA 01101

The Bank of Western Massachusetts
c/o Paul A. Benoit, Esquire
Jane Cabot, Esquire
Two Burlington Square
Burlington, VT 05402

The Chapin and Bangs Company
P.O. Box 1117
165 River Street
Bridgeport, CT 06604

The Chapin and Bangs Company
P.O. Box 1117
165 River Street
Bridgeport, CT 06604

The Chapin and Bangs Company
P.O. Box 1117
165 River Street
Bridgeport, CT 06604

The Chapin and Bangs Company
P.O. Box 1117
165 River Street
Bridgeport, CT 06604

The Chapin and Bangs Company
P.O. Box 1117
165 River Street
Bridgeport, CT 06604

The Roman Catholic Bishop of Springfield
65 Elliott Street
Springfield, MA 01105

Judy Thompson
63 Central Park Drive
Holyoke, MA 01040

Robert Vear
c/o Mickey Long, Esquire
P.O. Box E-1
193 Old Colony Avenue
Boston, MA 02127

Viking
c/o Pro Consulting Services, Inc.
P.O. Box 66510
Houston, TX 77266

**United States Bankruptcy Court
District of Massachusetts**

In re Ralph's Blacksmith Shop, Inc.

Debtor(s)

Case No.

Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Ralph's Blacksmith Shop, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

- None [*Check if applicable*]

January 25, 2005

Date

/s/ Michael B. Katz, Esquire BBO# 261460

Michael B. Katz, Esquire BBO# 261460

Signature of Attorney or Litigant
Counsel for Ralph's Blacksmith Shop, Inc.

Bacon & Wilson, P.C.

33 State Street
Springfield, MA 01103
413-781-0560 Fax:413-739-7740